

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:	)	
	)	
Lehman Brothers Inc.,	)	Case No. 08-01420 (JMP)
	)	SIPA
	)	
Debtor.	)	
	)	
	)	
In re:	)	Chapter 11
	)	
Lehman Brothers Holdings Inc., <u>et al.</u>	)	Case No. 08-13555 (JMP)
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	

**STIPULATION BETWEEN THE DEBTORS, TRUSTEE, COMMITTEE  
AND BARCLAYS CAPITAL INC. CONCERNING  
THE DISCOVERY PARTIES' UNSEALING MOTIONS**

This Stipulation concerning the Discovery Parties' Unsealing Motions (the "Stipulation") is entered into by and between the undersigned counsel, acting for and on behalf of their respective clients: (a) Lehman Brothers Holdings, Inc. ("LBHI") and its affiliated debtors and debtors-in-possession in the Chapter 11 Cases (collectively, the "Debtors"); (b) James W. Giddens, as Trustee in the Securities Investor Protection Act Liquidation of Lehman Brothers Inc. (the "Trustee"); (c) the Official Committee of Unsecured Creditors of Lehman Brothers Holdings, Inc. and its affiliated debtors and debtors in possession (the "Committee") (Debtors, Trustee and Committee, the "Discovery Parties", and each a "Discovery Party"); and (d) Barclays Capital Inc. and its affiliates ("Barclays").

WHEREAS, on September 15, 2009: (i) LBHI filed Debtor's Motion for an Order, Pursuant to Fed.R.Civ.P. 60 and Fed.R.Bankr.P. 9024, Modifying the September 20, 2008 Sale Order and Granting Other Relief; (ii) The Trustee filed The Trustee's Motion for Relief Pursuant

to the Sale Orders or, Alternatively, for Certain Limited Relief under Rule 60(b); and (iii) the Committee filed the Motion of Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc., Et Al., Pursuant to 11 U.S.C. § 105(a), Fed. R. Civ. P. 60(b), and Fed. R. Bankr. P. 9024, for Relief from Order under 11 U.S.C. §§ 105(a), 363, and 365 and Federal Rules of Bankruptcy Procedure 2002, 6004 and 6006 Authorizing and Approving (A) Sale of Purchased Assets Free and Clear of Liens and Other Interests and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases, Dated September 20, 2008 (and Related SIPA Sale Order) and Joinder in Debtors' and SIPA Trustee's Motions for an Order under Rule 60(b) to Modify Sale Order (collectively referred to hereinafter as the "Discovery Parties' Rule 60 Motions");

WHEREAS, on September 24, 2009: (i) the Committee filed the Motion of Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc., et al., pursuant to 11 U.S.C. §§ 105(A) And 107(A), to Unseal Motions for Relief from September 20, 2008 Sale Order (and Related SIPA Sale Order); (ii) LBHI filed the Joinder of Debtor LBHI with the Committee's Motion pursuant to 11 U.S.C. §§ 105(A) and 107(A) to Unseal Motions for Relief Modifying the September 20, 2008 Sale Order (and Related SIPA Sale Order); and (iii) the Trustee filed the Trustee's Joinder in Motion of Official Committee of Unsecured Creditors of Lehman Brothers Holdings Inc., et al., pursuant to 11 U.S.C. §§ 105(A) and 107(A), to Unseal Motions for Relief from September 20, 2008 Sale Order (and Related SIPA Sale Order) (collectively referred to hereinafter as the "Discovery Parties' Unsealing Motions")

WHEREAS, Barclays does not oppose the unsealing of all or portions of certain exhibits to the Discovery Parties' Rule 60 Motions except as provided below;

NOW, THEREFORE, IT IS HEREBY STIPULATED, AGREED, AND UPON COURT APPROVAL HEREOF, IT IS ORDERED THAT:

1. The parties have agreed to resolve the Discovery Parties' Unsealing Motions and that as a result of this Stipulation the Discovery Parties' Unsealing Motions will be withdrawn and no longer will be presented for argument on October 15, 2009.

2. Compensation information contained in the Discovery Parties Rule 60 Motions and exhibits thereto, including base compensation, bonus payments or other forms of compensation, for any identifiable (by name or otherwise) present or former employee of Barclays (collectively, "Individual Compensation Information") shall continue to be treated as Highly Confidential pursuant to the Confidentiality Stipulation and Protective Order executed by LBHI, the Creditors' Committee, the Examiner, the LBI Trustee and Barclays on July 14, 2009, and so ordered by the Court on July 30, 2009, and all references to Individual Compensation Information in the Discovery Parties Rule 60 Motions and exhibits thereto will continue to be redacted from the publicly filed version of the Discovery Parties Rule 60 Motions and exhibits thereto or any subsequent filings in support of the Discovery Parties Rule 60 Motions.

3. The following exhibits to the Discovery Parties Rule 60 Motions that contain Individual Compensation Information will remain under seal: LBHI exhibits A.56, A.121, A.122, A.138, A.139, A.140, A.141, A.142, A.143, A.144, A.145, A.146 and A.147.

4. For deposition transcripts of Barclays' employees, other than those who were former Lehman employees, which are attached as exhibits to the Discovery Parties Rule 60 Motions, the portions of the transcripts which are not specifically cited in support of the Discovery Parties Rule 60 Motions will remain under seal.

5. In subsequent filings in support of the Discovery Parties Rule 60 Motions, the Discovery Parties agree to attach as exhibits only those excerpts of deposition testimony cited therein. The Discovery Parties agree to file under seal any such excerpts of the deposition testimony of Barclays' employees who were not formerly Lehman employees that have not been previously unsealed as a result of their citation in support of the Discovery Parties Rule 60 Motions. Barclays shall have seven business days after the filing of such exhibits under seal to file a motion to keep any deposition excerpts under seal that it believes should continue to be treated as Confidential or Highly Confidential pursuant to the Confidentiality Stipulation and Protective Order executed by LBHI, the Creditors' Committee, the Examiner, the LBI Trustee and Barclays on July 14, 2009, and so ordered by the Court on July 30, 2009. Should Barclays file such a motion, the deposition excerpts that are the subject of Barclays' motion shall remain sealed pending the resolution of Barclays' motion. If Barclays does not file such a motion within the time allotted, the deposition excerpts filed as exhibits may be unsealed.

6. All portions of the Discovery Parties Rule 60 Motions and all of their exhibits not required by the foregoing to be redacted or sealed may be filed in unredacted form or unsealed.

7. Except as provided above, the parties reserve their respective rights with respect to the Confidentiality Stipulation and Protective Order executed by LBHI, the Creditors' Committee, the Examiner, the LBI Trustee and Barclays on July 14, 2009, and so ordered by the Court on July 30, 2009.

Dated: October 9, 2009  
New York, New York

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Special Counsel to the Official Committee  
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Brothers Holdings, Inc., et al.

**SO ORDERED:** this 14<sup>th</sup> day of October 2009

*s/ James M. Peck*

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HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE